

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re:	:
	:
	: Chapter 11
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:
	: Case No.: 08-13555 (JMP)
Debtors.	:
	: (Jointly Administered)
-----X	

**DECLARATION OF ARTHUR J. STEINBERG IN SUPPORT OF
DEBTORS' OBJECTION TO THE MOTION OF THE CHAPTER 11
TRUSTEE OF THE SUNCAL MASTER DEBTORS FOR AN
ORDER GRANTING RELIEF FROM THE AUTOMATIC STAY**

ARTHUR J. STEINBERG, an attorney admitted to practice before this Court, declares under the penalty of perjury as follows:

1. I am a member of the law firm of King & Spalding LLP, counsel to the Debtors in the above-captioned bankruptcy case. I am fully familiar with the statements set forth below based on my personal knowledge. I submit this declaration in support of the *Debtors' Objection to the Motion of the Chapter 11 Trustee of the SunCal Master Debtors for an Order Granting Relief from the Automatic Stay* ("Objection"), filed simultaneously herewith.

2. Attached hereto as Exhibit "A" is a true and correct copy of the Compromise Motion¹ filed by the Trustee in the SunCal Master Debtors' bankruptcy cases.

3. Attached hereto as Exhibit "B" is a true and correct copy of the Term Sheet between the Trustee, LCPI and the first lien lenders.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

4. Attached hereto as Exhibit "C" is a true and correct copy of a sample proof of claim filed by the Trustee in the Debtors' bankruptcy cases.

5. Attached hereto as Exhibit "D" is a true and correct copy of the May 12 Transcript.

I declare under the penalty of perjury that the foregoing is true and correct, to the best of my knowledge.

Dated: July 9, 2010

/s/ Arthur Steinberg
Arthur Steinberg